

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

RECORDATION NO. 29563A FILED

JAN 26 2011 -3 00 PM



VIA UPS 2nd DAY AIR

January 24, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 23, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29563.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Thermo Fluids Inc.
8925 East Pima Center Parkway
Scottsdale, AZ 85258

A description of the railroad equipment covered by the enclosed document is for ten (10) tank cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(THFL002)

ASSGN. NO.: THFL002

JAN 26 '11 - 3 00 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of December, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THERMO FLUIDS INC. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 18, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 23 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENT

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 23rd day of December, 2010.

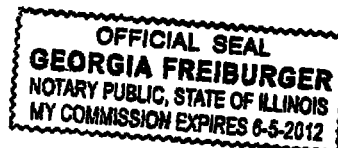
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of December, 2010[Signature]
Notary Public

My Commission Expires:

6-5-2012
(Notary Public)

LESSEE:

THERMO FLUIDS INC

ATTEST:

By:

Ted Sinclair

Name:

TED SINCLAIR

By:

Title:

CHIEF OPERATING OFFICER

Name:

Title:

Executed on this 9 day of DEC, 2010.

[CORPORATE SEAL]

STATE OF Arizona

COUNTY OF Maricopa

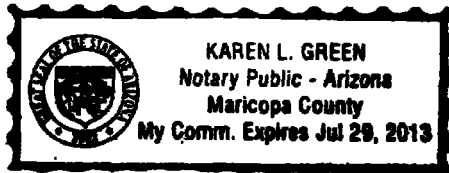
I, Karen L. Green, a Notary Public of the County and State aforesaid, certify that Ted Sinclair personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of Dec, 2010.

Karen L. Green
Notary Public

Commission Expires:

July 29, 2013
(Notary Public)



TS

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: Tank Cars.

CAR NUMBERS:

FURX	130252
FURX	130254
FURX	130255
FURX	130259
FURX	130347
FURX	130348
FURX	130349
FURX	130350
FURX	130367
FURX	130370